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Banca Transilvania Board of Directors convenes the ordinary and extraordinary General Shareholders Meeting for the date of **April 29, 2009**, hours 14:00, respectively 15:00, at Hotel Belvedere located in Cluj Napoca, 1-3 Calarasilor Street for all shareholders registered with the Shareholding Register (held with the Central Depository, Bucharest) as at **April 15, 2009** (reference date), with the following agenda, completed under article 117, point 1 of Law number 31/1990, republished and amended.

For the Ordinary General Meeting:

1. Approval of annual, individual and consolidated financial statements prepared for 2008 financial year, in compliance with NBR Ordinance no 5/2005, with subsequent amendments, based on reports presented by the Board of Directors and the financial auditor.
2. Approval of proposals for profit distribution and payment of dividends for 2008 (Board of Directors proposal: 50 million lei total gross dividends); dividends will be paid until 20.06.2009;
3. Approval to discharge the administrators for 2008 financial year;
4. Approval of Revenue and Expenditure Budget and Investment Plan for 2009 (2009 business plan)
5. Establishing administrators remuneration for 2009

For the Extraordinary General Meeting:

1. Amendments to the Articles of Incorporation, as follows:
  - a) Additions to Article 6 – Activity object according to NACE codes:

6629 – Other activities auxiliary to insurance and pension funds – marketing activities for privately managed mandatory pension funds and for voluntary pension scheme prospectuses

8559 –Other education n.e.c;

b) Modification of article 11, as follows:

Eliminating from article 11 – **Shares** – of paragraph b., subparagraph (b), thus paragraph b., subparagraph (c) becoming paragraph b., subparagraph (b)

c) Modifications to article 13 and 14, as follows:

#### ART. 13 BOARDS OF DIRECTORS

(...) f. Responsibilities of the Board of Directors:

(...) h) to appoint and revoke at any time and on a motivated basis, the Bank leaders (CEO and Deputy CEO) and the executive managers, members of the Executive Management Committee and to establish their remuneration. To appoint and revoke at any time and on a motivated basis the headquarters, branch, representative office and agency managers, establishing their powers, duties and remuneration.

#### ART. 14 EXECUTIVE MANAGEMENT COMMITTEE

a. The Board of Directors appoints maximum two bank leaders (CEO, Deputy CEO) among its members and/or executive managers.

The Board of Directors appoints a number of maximum 11 Executive Managers.

The bank leaders and executive managers shall constitute the Executive Management Committee.

The newly created Executive Management Committee will be lead by the CEO.

b. The overall responsibilities, powers and competence limits of the Executive Management Committee, as well as those of each member are established by the Board of Directors and the herein Articles of Incorporation.

c. The Executive Management Committee meets and takes decisions with absolute majority of its members and with the presence of at least one of the leaders (CEO and Deputy CEO). The vote cannot be delegated in the committee

d. The Executive Management Committee presents its register of debates at each Board of Directors meeting.

**May 20, 2009** is hereby proposed as the registration date (defined as the date which serves for identifying shareholders who are to benefit from dividends or other rights and are subject to

extraordinary and ordinary GSM decisions) in compliance with Law no. 297/2004 and National Securities Commission Rule no. 1/2006 provisions.

Should the first convening not meet the legal and statutory quorum, the general meeting (ordinary and extraordinary) will take place on **30.04.2009**, hours 14:00, respectively 15:00, at the address mentioned for the first convening.

Forms of special powers of attorney are available at Banca Transilvania headquarters, as well as branches/agencies throughout the country.

After filling and signing the power of attorney forms, a copy is to be filed / sent to the bank headquarters and branches by **27.04.2009**, a second copy will be given to the authorized person and the third will remain with the shareholder.

The documents to be debated are available at the bank headquarters in Cluj-Napoca, 8 G. Baritiu St., starting with 27.03.2009, or on the Bank's web page at: [www.bancatransilvania.ro](http://www.bancatransilvania.ro) .

Additional information can be obtained at the bank's headquarters or over the phone at 0264/407.150, extension 1289, between 9:00 – 17:00 hours.

## **BOARD OF DIRECTORS**

**CHAIRMAN,**  
**Horia CIORCILA**